

# **Exhibit E**

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol <u>ICONIX BRAND GROUP, INC. [ ICON ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<u>COLE NEIL</u>						<input checked="" type="checkbox"/> Director	10% Owner	
(Last)	(First)	(Middle)				<input checked="" type="checkbox"/> Officer (give title below)	Other (specify below)	
<u>C/O ICONIX BRAND GROUP, INC.</u>						See Remarks		
<u>1450 BROADWAY</u>								
(Street)								
<u>NEW YORK NY 10018</u>								
(City) (State) (Zip)								
4. If Amendment, Date of Original Filed (Month/Day/Year)								
6. Individual or Joint/Group Filing (Check Applicable Line)								
<input checked="" type="checkbox"/> Form filed by One Reporting Person								
Form filed by More than One Reporting Person								

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/31/2014		M		200,000	A	\$10	2,271,779 <sup>(1)</sup>	D	
Common Stock	10/31/2014		S		200,000	D	\$39.51	2,071,779 <sup>(1)</sup>	D	
Common Stock	10/31/2014		M		800,000	A	\$4.62	2,871,779 <sup>(1)</sup>	D	
Common Stock	10/31/2014		S		800,000	D	\$39.51	2,071,779 <sup>(1)</sup>	D	
Common Stock								10,000	I	As custodian for children <sup>(2)</sup>
Common Stock								15,194	I	By 401(k) Plan

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date	Title		
Right to Buy (common stock)	\$4.62	10/31/2014		M		800,000	03/29/2005	03/29/2015	Common Stock	800,000	\$0.00	0	D
Right to Buy (common stock)	\$10	10/31/2014		M		200,000	12/28/2005	12/28/2015	Common Stock	200,000	\$0.00	0	D

**Explanation of Responses:**

- Includes 1,181,684 unissued shares underlying RSUs that were granted to the reporting person pursuant to the terms of his 2008 employment agreement with the issuer and a related RSU Agreement.
- The filing of the Statement shall not be construed to mean that the reporting person is, for purposes of Section 16 of the Securities and Exchange Act of 1934 (as amended), the beneficial owner of the common stock. These shares of common stock represent 10,000 shares owned by one of the reporting person's children.

**Remarks:**

CEO and President

/s/ Neil Cole

\*\* Signature of Reporting Person

11/04/2014

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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